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June 29, 1999

RECORDATION NO. **21532-C, D, E** FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

JUN 29 '99

2-00PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies each of three Releases of Revolving Credit and Security Agreement, dated as of June 29, 1999, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Revolving Credit Agreements which were previously filed with the Board under Recordation Numbers 21532, 21532-A and 21532-B.

The name and address of the party to the enclosed documents are:

Secured Party: Newcourt Capital USA Inc.
Two Gatehall Drive
Parsippany, New Jersey 07054

A description of the railroad equipment covered by the enclosed documents is:

Set forth on Schedule 1 to each Release

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

JUN 29 '99

2-00PM

RELEASE OF REVOLVING CREDIT AND SECURITY AGREEMENT

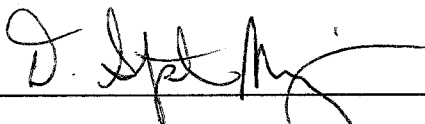
The undersigned, Newcourt Capital USA Inc., a Delaware corporation ("Newcourt"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its security interest in and to the railcars identified with more particularity on attached Schedule 1 (the "Railcars"), together with:

- (a) all parts relating thereto whether now owned or hereafter acquired;
- (b) all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all of said Railcars, together with all the rents, issues, income and profits therefrom;
- (c) all requisition proceeds with respect to the Railcars or any part thereof and all insurance proceeds with respect to the Equipment or any part thereof;
- (d) all tolls, rents, revenues, issues, income, products, profits, estate, right, title, interest and claims whatsoever, at law as well as in equity, which Southern Illinois Railcar Company (the "Borrower") may now have or possess or to which the Borrower may hereafter become legally or equitably entitled, directly or indirectly, from, in or to the property described herein, including all payments or proceeds payable to the Borrower as the result of the sale, lease or other disposition thereof, and all estate, right, title and interest of every nature whatsoever of Borrower in and to the same; and
- (e) all proceeds of any of the foregoing

granted pursuant to that certain Revolving Credit Agreement dated as of July 17, 1998, as amended, made by Southern Illinois Railcar Company, an Illinois corporation, in favor of Newcourt (the "Security Agreement"). A Memorandum of Revolving Credit and Security Agreement was recorded with the Surface Transportation Board on September 16, 1998 under Recordation Number 21532-A.

Dated as of this 29 day of June, 1999.

NEWCOURT CAPITAL USA INC., a
Delaware corporation

By: 

Printed Name: D. STEPHEN MENZIES

Its: MANAGING DIRECTOR

STATE OF Illinois)
) SS
COUNTY OF Cook)

I, Robert C. Hamilton, Jr., a Notary Public in and for
said County, in the State aforesaid, DO HEREBY CERTIFY that D. Stephen Menzies
of NEWCOURT CAPITAL USA INC., a Delaware
corporation, personally known to me to be the same person whose name is subscribed to
the foregoing instrument, appeared before me this day in person and acknowledged that
he or she signed said instrument as the free and voluntary act of NEWCOURT CAPITAL
USA INC. for the uses and purposes therein set forth.

Given my hand and notarial seal this 18th day of June, 1999.



Robert C. Hamilton, Jr.
Notary Public

My commission Expires: 6/8/2000

SCHEDULE I

To Memorandum of Revolving Credit and Security Agreement,
dated as of September 1, 1998 between
Newcourt Capital USA Inc.
Southern Illinois Railcar Company

Thirty-Two (32) 1965 Built, 100-Ton, Covered Hopper Railcars
with 4,700 Cubic Foot Capacity

	<u>New Car No.</u>	<u>Old Car No.</u>
1	SIRX800	AEX800
2	SIRX802	AEX802
3	SIRX804	AEX804
4	SIRX807	AEX807
5	SIRX809	AEX809
6	SIRX811	AEX811
7	SIRX815	AEX815
8	SIRX816	AEX816
9	SIRX819	AEX819
10	SIRX822	AEX822
11	SIRX830	AEX830
12	SIRX831	AEX831
13	SIRX832	AEX832
14	SIRX833	AEX833
15	SIRX844	AEX844
16	SIRX850	AEX850
17	SIRX853	AEX853
18	SIRX854	AEX854
19	SIRX858	AEX858
20	SIRX869	AEX869
21	SIRX871	AEX871
22	SIRX872	AEX872
23	SIRX874	AEX874
24	SIRX880	AEX880
25	SIRX882	AEX882
26	SIRX884	AEX884
27	SIRX886	AEX886
28	SIRX887	AEX887
29	SIRX889	AEX889
30	SIRX895	AEX895
31	SIRX898	AEX898
32	SIRX868	AEX868